

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

SCOTT KIMBALL , ON BEHALF OF HIMSELF AND ALL
OTHERS SIMILARLY SITUATED,

PLAINTIFF,

VS.

MBNA CORP., BRUCE L. HAMMONDS, KENNETH A.
VECCHIONE, RICHARD K. STRUSTHER, CHARLES C.
KRULAK, JOHN R. COCHRAN, III, MICHAEL G.
RHODES, LANCE L. WEAVER AND JOHN W.
SCHEFLEN,

DEFENDANTS.

Case No. 1:05-cv-04725-KMK

VIRGINIA McMATH, ON BEHALF OF HERSELF AND
ALL OTHERS SIMILARLY SITUATED,

PLAINTIFF,

VS.

MBNA CORP., BRUCE L. HAMMONDS, KENNETH A.
VECCHIONE, RICHARD K. STRUSTHER, CHARLES C.
KRULAK, JOHN R. COCHRAN, III, MICHAEL G.
RHODES, LANCE L. WEAVER AND JOHN W.
SCHEFLEN,

DEFENDANTS.

Case No. 1:05-cv-05168-KMK

**DECLARATION OF JEFFREY B. SILVERSTEIN IN OPPOSITION
TO DEFENDANTS' MOTION TO TRANSFER THE NEW YORK
ACTIONS TO THE DISTRICT OF DELAWARE**

I, JEFFREY B. SILVERSTEIN, under penalties of perjury, hereby declare:

1. I am "Of Counsel" to the Law Offices of Curtis V. Trinko, LLP. I submit this declaration in support of the Plaintiffs' Opposition to Defendants' Motion to Transfer the New York Actions to the District of Delaware.

2. Various witnesses, as listed herein below, most of whom are located in or near this District, will be called to testify in this litigation. These witnesses may include, but are not necessarily limited to, the following:

(i) equities analysts who cover MBNA stock, who are located in New York, including: Matthew Park (A.G. Edwards); David Ritter (Argus Research); David Hochstim (Bear Stearns); Howard Mason (Bernstein Research); Moshe Orenbuch (CSFB); Neil Abromavage (Deutsche Bank); Fox-Pitt, Kelton (Edward Groshans); Craig Maurer (Fulcrum Global Partners); Michael Hodes (Goldman Sachs); George Sacco (JP Morgan); Stephen Schultz (Keefe, Bruyette & Woods); Bruce Harting (Lehman Brothers); Ken Posner (Morgan Stanley); Brad Ball (Prudential Securities); Matthew Vetto (Salomon Smith Barney); Michael Cohen (Susquehanna Financial Group); and Eric Wasserstrom (UBS Warburg);

(ii) Randolph D. Lerner, MBNA's Chairman of the Board, who is a member of the New York bar, and appears to maintain residences both in New York City and East Hampton, New York; Louis J. Freeh, the current Vice Chairman and General Counsel of MBNA, who is believed to maintain a residence in New York City;

(iii) one-half, or seven (7), of MBNA's 14 directors, who are not based in Delaware: Mary M. Bois, who is a practicing attorney in New York; James H. Berick, who is a retired attorney from Ohio; Benjamin R. Civiletti, who is an attorney in Washington, D.C.; William L. Jews, who is the President and CEO of a health services concern believed to be based in Maryland; Stuart L. Markowitz, who is a medical doctor and professor in Ohio and Florida; Thomas G. Murdough, Jr., who is a manufacturer based in Ohio; and, Laura S. Unger, who is a securities attorney and regulatory consultant based in Washington, D.C.;

(iv) the plaintiffs herein, one of whom resides in this district, and the other who resides in the neighboring state of New Hampshire;

(v) MBNA's New York regional office employees;

(vi) MBNA's corporate counsel;

(vii) equities analysts who cover MBNA, who are not located in New York, but who also apparently do not reside in Delaware; and

(viii) the defendants herein and other MBNA employees, including its officers and or directors.

3. Plaintiffs believe that these witnesses will provide testimony relevant to the following actions and events specified in the Complaint in this litigation, including: MBNA's January 20, 2005 press release; the January 21, 2005 MBNA conference call; the February 9, 2005 investor conference which was conducted in Orlando, Florida; and, MBNA's business operations and prospects during the relevant time period.

Dated: August 17, 2005
New York, New York

s/ Jeffrey B. Silverstein
Jeffrey B. Silverstein